

GOVERNANCE COMMITTEE

Terms of Reference

Preamble

Physiotherapy Education Accreditation Canada acts as the decision-making body to review accreditation reports and make accreditation awards. In addition, and in accordance with the Bylaws, the primary roles of the Members are to i) elect the Board of Directors, ii) approve/amend the bylaw, iii) consider financial statements and iv) appoint an accountant.

The PEAC Board of Directors comprises four (4) to six (6) Directors including the President, the Director of Finance, the President Elect/Past President and one (1) to three (3) Members-at-Large. The PEAC Board of Directors is accountable to the Members and acts to supervise, control, and direct the affairs and business of the Corporation, review/revise/approve Policies and appoint the Executive Director. The Board may establish committees and appoint the chair and members of such committees; and may delegate to any committee any or all power, duties, and authority of the Board that may be lawfully delegated.

Purpose

The Governance Committee is a Standing Committee of the PEAC Board of Directors. The principal objectives of the committee are to review governance matters of the Board (including solicitation of nominations of individuals qualified to be Directors) and the Corporation and to assist the Board in governing the organization effectively.

Composition, Appointment, and Accountability

1. The Governance Committee shall comprise four (4) members. Three committee members shall be Members of the Corporation, at least one of whom shall not be a member of the Board of Directors. The fourth, external committee member should have experience in education accreditation and could also be a former Member.
2. Members of the committee shall be appointed by the Board of Directors.
3. The Chair shall be a current member of the Corporation.
4. The committee shall be accountable to the Board of Directors.

Term of Office

The term of office is two years and may be extended for up to six years. Recruitment of committee members will be conducted to ensure that there is some consistency of committee membership from year to year.

Responsibilities

The committee's responsibilities are focused in four areas:

- Governance policy review
- Succession planning
- Board and Member orientation and development
- Board evaluation

See Appendix 1 for the timeline for carrying out committee responsibilities.

Governance policy review

1. Ensure that governance policies are reviewed as they relate to:
 - i. roles and responsibilities of the Board and the Members
 - ii. duties and responsibilities of Directors and Officers
 - iii. conflict of interest procedures
 - iv. procedures for nomination, selection, appointment and removal of Directors
2. Draft new governance policies as directed by the Board.
3. Revise and recommend appropriate changes to the Bylaw to reflect best practice in governance.

Succession planning

1. Ensure that:
 - i. the Corporation maintains the number of Directors as required by the Bylaw
 - ii. the Corporation maintains the number of Members as directed by the Board of Directors and in accordance with the Guidelines for Composition of the Membership (see Section 2.3.1)
 - iii. members of the Corporation and of the Board of Directors understand and will support the mission, vision and values of PEAC
 - iv. members of the Corporation and of the Board of Directors understand and agree to the terms of office and participation requirements
 - v. elections and appointments to the Board comply with the bylaw and other PEAC requirements.
2. Determine the gaps in the composition of the Members and the Board by conducting an annual assessment of skills and attributes.
3. Recruit members to augment any identified strengths and fill any identified gaps. Consideration should be given to geographical and language (French/English) representation.

Guidelines for composition of the membership

The membership comprises nine (9) to twelve (12) individuals from the following groups or organizations:

- Canadian Physiotherapy Association (1)
 - Program Director or Chair from a Canadian physiotherapy academic program (1)
 - Faculty members from Canadian physiotherapy academic programs (2)
 - The Canadian Alliance of Physiotherapy Regulators (1)
 - National Association for Clinical Education in Physiotherapy (1)
 - Entry-level graduate physiotherapist¹ (1)
 - The public (1-2)
 - The Association of Accrediting Agencies in Canada or a member of an agency conducting accreditation of professional education programs (1)
 - Additional Members appointed by the Board depending on needs of the organization (2)
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4. Maintain records of recruitment history, e.g., names suggested, who was approached, and outcomes of contacts.

Board and member orientation and development

1. Design and assess the Board and Member orientation process.
2. Identify needs for ongoing development of the Board and suggest any strategies for meeting the identified needs.

Board Evaluation

3. Facilitate a regular review process for ongoing assessment of the effectiveness of the Board of Directors

Meetings

The first meeting of the committee shall be held immediately following the Annual General Meeting. Thereafter, the committee members will meet by teleconference at least three times each year. PEAC will assist in scheduling of the teleconference meetings.

¹ An Entry-level graduate is one who is within three years of graduation at the time of appointment as a PEAC member, and may serve only one three-year term.

Quorum

Quorum at committee meetings is a simple majority of members.

Voting

At all meetings of the committee, every motion shall be decided by a simple majority of the votes cast on the motion, including that of the Chair. In case of an equality of votes, the motion shall be lost.

Minutes and Reports

Minutes of all meetings shall be recorded and a copy will be maintained in the PEAC office.

Expenses

Expenses of committee members for any meetings of the committee will be paid by PEAC in accordance with established policies and procedures.

Appendix 1: Governance Committee Timelines

TIMING	ACTIVITY
May/June	<p>Hold first Governance Committee meeting to review and discuss:</p> <ul style="list-style-type: none"> • Terms of Reference • Timelines • Policies and procedures for appointment of Members and election of Board Members • Board and Member status (ongoing and outgoing) • Strategies for review of governance related policies • Review of Bylaw (every second year or as necessary) <p>If needed, prepare for education session to be conducted during September meeting Development Day (content based on information gathered from members at previous meetings or through the Board evaluation process)</p>
September	<p>Hold teleconference meeting to:</p> <ul style="list-style-type: none"> • Identify the skills and attributes in the Membership and Board of Directors, taking into consideration ongoing and outgoing individuals; • Confirm if any incumbents will stand for additional term if appointment allows; and confirm continuing appointments with representative organizations as required • Develop a list of potential nominees/ appointees for each position and a plan to contact them • Call for additional nominees if required <p>Lead any orientation and development activities (Members or Board) as required at the September meeting</p>
December	<p>Hold teleconference meeting to:</p> <ul style="list-style-type: none"> • Confirm the list of Board and Member nominees/ appointees <p>Forward the slate of nominees/appointees to the Board of Directors for approval – at least eight weeks (60 days) prior to the Annual General Meeting</p>

TIMING	ACTIVITY
	Review the orientation program for Board and Members and prepare for any required orientation activities following the Annual General Meeting
April–Annual General Meeting	Confirm the appointments of new members Lead the election of the Board of Directors, if required